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Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-10
CUSTOMER MATTERS (GM)
499.5 HOURS

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Customer Matters (GM)

Bill Date: 03/31/07
Bill Number: 1156471

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	02/01/07	6.30	PREPARE FOR (2.1) (WITH SENIOR MANAGEMENT TEAM AT DELPHI) AND PARTICIPATE IN (4.2) LEADERSHIP MEETING BETWEEN DELPHI AND GM REPRESENTATIVES AT COMPANY IN TROY.
BUTLER, JR. J	02/02/07	0.40	REVIEW MATERIALS (INCLUDING 2007 GMNA VOLUME ANALYSIS) FOR FEBRUARY 9TH DELPHI/GM LEADERSHIP MEETING IN TROY, MICHIGAN (0.4).
BUTLER, JR. J	02/07/07	0.60	CONTINUE TO PREPARE FOR FEBRUARY 9TH DELPHI/GM LEADERSHIP MEETING IN TROY, MICHIGAN INCLUDING REVIEW OF IP MATERIALS (0.6).
BUTLER, JR. J	02/08/07	0.40	CONTINUE TO PREPARE FOR FEBRUARY 9TH DELPHI/GM LEADERSHIP MEETING IN TROY, MICHIGAN INCLUDING REVIEW OF AGENDA AND RELATED MATTERS (0.4).
BUTLER, JR. J	02/09/07	5.60	PREPARE FOR (0.2) AND PARTICIPATE IN (1.7) SENIOR MANAGEMENT MEETING TO PREPARE FOR DELPHI/GM LEADERSHIP MEETING IN TROY, MICHIGAN; PREPARE FOR (0.3) AND PARTICIPATE IN (2.7) DELPHI/GM LEADERSHIP MEETING IN TROY, MICHIGAN (VIA TELECONFERENCE); PARTICIPATE IN POST-MEETING TELECONFERENCE WITH R. O'NEAL AND SENIOR MANAGEMENT TEAM (0.4); REVIEW ROTHSCHILD ANALYSIS OF GM CONTRIBUTIONS (0.3).
BUTLER, JR. J	02/13/07	0.40	PREPARE FOR FEBRUARY 15TH SENIOR LEADERSHIP MEETING IN DETROIT BETWEEN REPRESENTATIVES OF DELPHI AND GM INCLUDING REVIEW OF AGENDA ITEMS (0.4).
BUTLER, JR. J	02/14/07	0.60	TELECONFERENCE WITH S. CORCORAN RE SENIOR LEADERSHIP MEETING IN DETROIT BETWEEN REPRESENTATIVES OF DELPHI AND GM AND NEXT STEPS (0.2); REVIEW IP PROPOSAL (0.4).
BUTLER, JR. J	02/19/07	1.10	CONFERENCES WITH S. MILLER, R. O'NEAL, J. BERTRAND AND J. SHEEHAN AT COMPANY RE: FEBRUARY 21ST MEETING WITH DELPHI AND GM EXECUTIVE LEADERSHIP IN DETROIT (0.4); DRAFT TALKING POINTS AND RELATED PREPARATION (0.7).
BUTLER, JR. J	02/20/07	2.20	REVIEW AND REVISE TALKING POINTS DOCUMENT FOR FEBRUARY 21ST MEETING WITH DELPHI AND GM EXECUTIVE LEADERSHIP IN DETROIT (1.3); PREPARE FOR (0.2) AND PARTICIPATE IN (0.4) WORKING GROUP TELECONFERENCE WITH S. MILLER AND R. O'NEAL RE: MEETING PREPARATION; TELECONFERENCE WITH T. TWOMEY RE: IP RESPONSE TO GM PROPOSAL (0.3).

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BUTLER, JR. J	02/21/07	0.20	TELECONFERENCE WITH S. CORCORAN AND K. CRAFT RE: GM WARRANTY MATTERS (0.2).
		17.80	
MARAFIOTI KA	02/13/07	0.40	REVIEW GM SETOFF DEMAND LETTERS (0.3); RELATED CORRESPONDENCE TO CLIENT (0.1).
MARAFIOTI KA	02/20/07	0.50	ANALYZE GM SETOFF DEMAND (0.1); TELECONFERENCE FROM CIARA COMERFORD RE: GRAND PRIX DEMAND (0.1) AND ANALYZE SAME (0.3).
MARAFIOTI KA	02/21/07	1.00	REVIEW CORRESPONDENCE RE: GM SETOFF DEMAND AND BACKUP MATERIAL FROM CLIENT (1.0).
MARAFIOTI KA	02/22/07	0.70	ANALYZE GM SETOFF DEMAND (0.2); TELECONFERENCE S. CORCORAN RE: SAME (0.2); BEGIN DRAFT OF RESPONSIVE LETTER TO GIL KAMINSKI (0.3).
MARAFIOTI KA	02/23/07	0.30	REVIEW REVISIONS TO GM SETOFF RESPONSE (0.2) AND TELECONFERENCE S. CORCORAN RE: SAME (0.1).
MARAFIOTI KA	02/26/07	0.30	REVIEW LETTERS IN RESPONSE TO GM SETOFF DEMAND (0.3).
		3.20	
Total Partner		21.00	
RAMLO K	02/12/07	0.10	CORRESPONDENCE WITH R. FLETEMEYER RE: GM SETOFF REQUESTS (0.1).
RAMLO K	02/13/07	1.40	ANALYZE GM SETOFF REQUESTS AND REVIEW CASE LAW RE: SAME (0.9); REVIEW ORDER RE: PROCEDURES AND CALCULATE DEADLINE FOR RESPONSE (0.5).
RAMLO K	02/14/07	0.50	FURTHER RESEARCH RE: GM SETOFF REQUESTS (0.5).
RAMLO K	02/20/07	0.60	REVIEW CORRESPONDENCE FROM C. COMERFORD AND R. FLETEMEYER AND FURTHER ANALYSIS OF GM SETOFF REQUESTS (0.6).
RAMLO K	02/21/07	1.60	DRAFT RESPONSES TO GM SETOFF REQUESTS (1.6).
RAMLO K	02/22/07	1.50	DRAFT LETTER TO G. KAMINSKI RE: STATUS OF GM SETOFF REQUESTS (1.3); TELECONFERENCE WITH S. CORCORAN AND K. MARAFIOTI RE: SAME (0.2).
RAMLO K	02/23/07	0.20	CORRESPONDENCE WITH S. CORCORAN RE: RESPONSE TO GM SETOFF REQUESTS (0.2).
RAMLO K	02/26/07	0.80	REVISE LETTERS TO GM DENYING SETOFF REQUESTS AND CORRESPONDENCE TO G. KAMINSKI RE: SAME (0.8).
RAMLO K	02/27/07	0.30	CORRESPONDENCE WITH R. FLETEMEYER RE: GM SETOFF REQUESTS AND COMMITTEE PRESENTATION (0.3).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

		7.00	
Total Counsel		7.00	
MEISLER RE	02/08/07	0.20	REVIEW AND EDIT SCRIPT RE: STN (0.2).
MEISLER RE	02/13/07	0.30	REVIEW CORRESPONDENCE (0.1) AND RESPOND (0.2) RE: GM SETOFF.
MEISLER RE	02/20/07	0.60	REVIEW TOOLING ISSUE AND INQUIRIES RE: SECURED CLAIM (0.6).
MEISLER RE	02/21/07	0.10	TELECONFERENCE WITH K. CRAFT RE: SECURED CLAIM ISSUE (0.1).

1.20

Total Associate	1.20
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KLIMEK MV	02/01/07	0.10	UPDATE RECORD OF GM CONTRACT REJECTION MOTION PLEADINGS (0.1).
KLIMEK MV	02/19/07	1.80	CONTINUE TO COMPILE RECORD OF PLEADINGS, CORRESPONDENCE, AND DOCUMENT PRODUCTION FOR GM CONTRACT REJECTION MOTION FILE (1.8).
KLIMEK MV	02/20/07	0.60	CONTINUE TO COMPILE RECORD OF ELECTRONIC VERSION OF DOCUMENT PRODUCTION FOR GM CONTRACT REJECTION MOTION FILE (0.6).

2.50

Total Legal Assistant	2.50
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TOTAL TIME	<u>31.70</u>
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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Customer Matters (GM)

Bill Date: 03/31/07
Bill Number: 1156471

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	02/02/07	Copy Center, D	46.01
In-house Reproduction	02/13/07	Copy Center, D	31.48
In-house Reproduction	02/23/07	Copy Center, D	44.51
TOTAL IN-HOUSE REPRODUCTION			\$122.00
Air/Rail Travel (external)	01/31/07	Butler, Jr. J	461.14
Air/Rail Travel (external)	02/04/07	Butler, Jr. J	76.86
TOTAL AIR/RAIL TRAVEL (EXTERNAL)			\$538.00
Out-of-Town Travel	01/31/07	Butler, Jr. J	202.14
Out-of-Town Travel	01/31/07	Butler, Jr. J	23.99
Out-of-Town Travel	01/31/07	Butler, Jr. J	128.52
Out-of-Town Travel	01/31/07	Butler, Jr. J	137.91
Out-of-Town Travel	02/04/07	Butler, Jr. J	58.83
Out-of-Town Travel	02/04/07	Butler, Jr. J	142.95
Out-of-Town Travel	02/04/07	Butler, Jr. J	9.66
TOTAL OUT-OF-TOWN TRAVEL			\$704.00
Messengers/ Courier	02/27/07	Dist Serv/Mail/Page, D	30.72
Messengers/ Courier	02/27/07	Dist Serv/Mail/Page, D	35.28
TOTAL MESSENGERS/ COURIER			\$66.00
Out-of-Town Meals	01/31/07	Butler, Jr. J	18.00
Out-of-Town Meals	02/04/07	Butler, Jr. J	14.00
TOTAL OUT-OF-TOWN MEALS			\$32.00
Printing to paper from TIF	02/20/07	Copy Center, D	54.00
TOTAL PRINTING TO PAPER FROM TIF			\$54.00

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Contracted Catering-NY 02/15/07	Butler, Jr. J	240.00
TOTAL CONTRACTED CATERING-NY		\$240.00
TOTAL MATTER		\$1,756.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Customer Matters (GM)

Bill Date: 04/30/07
Bill Number: 1156504

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	03/02/07	2.60	PREPARE FOR (0.3) AND PARTICIPATE IN (2.3) DELPHI/GM LEADERSHIP MEETING AT COMPANY IN TROY.
BUTLER, JR. J	03/05/07	0.30	CONFERENCE WITH S. CORCORAN AT COMPANY IN TROY RE: GM WARRANTY ISSUES (0.3).
BUTLER, JR. J	03/11/07	0.30	PREPARE FOR MARCH 12TH DELPHI/GM LEADERSHIP MEETING AT COMPANY IN TROY (0.3).
BUTLER, JR. J	03/12/07	2.70	PREPARE FOR (0.4) AND ATTEND (2.3) DELPHI/GM LEADERSHIP MEETING AT COMPANY IN TROY.
BUTLER, JR. J	03/14/07	0.40	REVIEW UPDATED BID/ASK AND RELATED MATERIALS FROM J. BERTRAND (0.4).
BUTLER, JR. J	03/18/07	0.30	PREPARE FOR MARCH 19TH DELPHI/GM LEADERSHIP MEETING AT GM IN DETROIT (0.3).
BUTLER, JR. J	03/19/07	3.70	PREPARE FOR (0.4) AND ATTEND (2.6) DELPHI/GM LEADERSHIP MEETING AT GM IN DETROIT; PARTICIPATE IN POST-MEETING RECAP WITH SENIOR MANAGEMENT TEAM (0.3); CONFERENCE WITH S. CORCORAN RE: LEGACY RESTRUCTURING AGREEMENT PROJECT AND NEXT STEPS (0.2); REVIEW BINDER (0.2).
BUTLER, JR. J	03/20/07	0.60	FOLLOW-UP ON GM NDA WITH FINANCIAL ADVISOR RE: EPCA/BUSINESS PLAN DUE DILIGENCE MATTERS (0.2); FOLLOW-UP ON MARCH 19TH LEADERSHIP MEETING INCLUDING EMAIL FROM R. O'NEAL (0.2); EMAILS FROM/TO J. TANENBAUM RE: MARCH 22ND MEETING IN NEW YORK AND REVIEW MATTERS RE: SAME (0.2).
BUTLER, JR. J	03/21/07	0.20	REVIEW AND COMMENT ON BEAR NDA MATTERS (0.2).
BUTLER, JR. J	03/22/07	1.50	PREPARE FOR (0.2) AND ATTEND (1.1) LUNCH MEETING WITH J. TANENBAUM RE: GM SETTLEMENT DISCUSSIONS AND RELATED MATTERS; CONTINUE TO REVIEW AND COMMENT ON BEAR NDA MATTERS (0.2).
BUTLER, JR. J	03/23/07	0.40	REVIEW UPDATED BID/ASK SHEET (0.2) AND CONFERENCE CALL WITH J. BERTRAND RE: MARCH 26TH DELPHI/GM PRINCIPALS MEETING (0.2).
BUTLER, JR. J	03/27/07	0.20	FOLLOW-UP ON BEAR STEARNS NDA MATTERS (0.2).

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BUTLER, JR. J	03/28/07	0.80	CONTINUE TO PREPARE FOR MARCH 29TH DELPHI/GM LEADERSHIP MEETING AT GM IN DETROIT (0.6); EMAILS TO/FROM H. MILLER, J. TANENBAUM AND D. CELANTANO RE: APRIL 4TH ADVISORS MEETING IN NEW YORK CITY (0.2).
BUTLER, JR. J	03/29/07	2.50	PREPARE FOR (0.2) AND PARTICIPATE IN (1.1) WORKING GROUP TELECONFERENCE WITH S. MILLER, R. O'NEAL AND EXECUTIVE MANAGEMENT TEAM; PREPARE FOR (0.3) AND PARTICIPATE IN (0.7) DELPHI/GM LEADERSHIP MEETING TELECONFERENCE MEETING; EMAILS FROM/TO D. RESNICK RE: GM MATTERS; FOLLOW-UP ON BEAR STEARNS NDA MATTERS (0.2).
		16.50	
COCHRAN EL	03/07/07	1.10	REVIEW GM TERMS RELATING TO FRAMEWORK AGREEMENT (1.1).
		1.10	
HOGAN III AL	03/07/07	1.80	REVIEW CONTRACT REPRICING ISSUES, AND FOLLOW UP REVIEW AND ANALYSIS WITH RESPECT TO SAME (1.8).
HOGAN III AL	03/08/07	0.30	TELECONFERENCE WITH GM COUNSEL RE: STATUS OF CERTAIN DOCUMENT PRODUCTION ISSUES (0.3).
		2.10	
MARAFIOTI KA	03/05/07	0.20	REVIEW GM REVENUE UPDATE (0.2).
MARAFIOTI KA	03/07/07	1.70	REVIEW REPRICING MEMO AND CONSIDER ISSUES RE: SAME (1.4); ANALYSIS OF GM ISSUES (0.3).
MARAFIOTI KA	03/08/07	0.20	CONSIDER GM SETOFF REQUESTS AND RELATED MEDIATION ISSUES (0.2).
MARAFIOTI KA	03/09/07	0.10	ANALYZE GM SETOFF REQUEST (0.1).
MARAFIOTI KA	03/21/07	0.40	REVIEWED RESPONSE TO GM IN CONNECTION WITH PROPOSED SETOFF (0.2) AND EXCHANGE CORRESPONDENCE WITH CLIENT RE SAME (0.2).
MARAFIOTI KA	03/22/07	0.70	REVIEW AND REVISE GM SETOFF RESPONSE RE NU TECH (0.2) AND ADDITIONAL CORRESPONDENCE RELATING TO SAME (0.5).
MARAFIOTI KA	03/30/07	0.10	CALL FROM CIARA COMERFORD RE: GM SETOFF ISSUE (0.1).
		3.40	
Total Partner		23.10	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

RAMLO K	03/08/07	1.10	REVIEW AND ANALYZE GM SETOFF REQUEST RE: NUTECH PLASTICS (0.6); CHECK ON STATUS OF GM SETOFF REQUEST RE: GRAND PRIX AND SAAB (0.3); CORRESPONDENCE TO J. PAPELIAN AND R. FLETEMEYER RE: SETOFF REQUESTS (0.2).
RAMLO K	03/09/07	0.60	FURTHER ANALYSIS RE: GM SETOFF REQUEST RE: NUTECH (0.6).
RAMLO K	03/21/07	0.80	REVIEW PROPOSED RESPONSE TO GM RE: SETOFF REQUEST WITH RESPECT TO NUTECH, ANALYSIS RE: SAME, AND REVISE ALTERATIVE RESPONSES (0.8).
RAMLO K	03/22/07	0.50	CORRESPONDENCE WITH S. CORCORAN RE MEDIATION OF GM SETOFF REQUESTS (0.2); REVISE CORRESPONDENCE TO G. KAMINSKI RE GM SETOFF REQUEST RE: NUTECH PLASTICS (0.3).
RAMLO K	03/26/07	0.10	CORRESPONDENCE WITH R. FLETEMEYER RE: GM SETOFF REQUESTS (0.1).
RAMLO K	03/29/07	0.20	CALENDAR DEADLINES FOR PENDING GM SETOFF CLAIMS (0.2).
RAMLO K	03/30/07	0.30	REVIEW MATERIALS ON GM SETOFFS RE: FUEL FILTER (0.3).
		3.60	
Total Counsel		3.60	
GANITSKY DI	03/06/07	2.70	REVIEW DOCUMENTATION AND OTHER ITEMS RE: PRIOR GM NEGOTIATIONS (2.7).
GANITSKY DI	03/07/07	3.80	REVIEW MATTERS RE: PRIOR GM NEGOTIATIONS (3.8).
GANITSKY DI	03/15/07	0.70	REVIEW GM 10-K (0.7).
GANITSKY DI	03/20/07	1.50	MATTERS RE: LEGACY AGREEMENTS WITH GM (1.5).
GANITSKY DI	03/21/07	0.70	MATTERS RE: GM LEGACY AGREEMENTS (0.7).
GANITSKY DI	03/27/07	1.30	REVIEW LEGACY AGREEMENTS (1.3).
GANITSKY DI	03/28/07	2.80	REVIEW GM LEGACY AGREEMENTS (2.8).
		13.50	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

HALPER A	03/13/07	1.10	REVIEW ISSUES RELATED TO GM IN PREPERATION FOR IMPENDING GM RELEASES (1.1) .
HALPER A	03/14/07	4.30	REVIEW INFORMATION RELEASED ON GM WEBSITE CONCERNING ITS 4TH QUARTER AND FYE RESULTS (0.4) ; REVIEW DISCUSSION OF DELPHI RELATED MATTERS IN PREPERATION FOR GM EARNINGS CALL (0.7) ; LISTEN TO GM EARNINGS CALL WITH SPECIFIC EMPHASIS ON DELPHI CONCERNS (2.3) ; CREATE DELIVERABLE WITH MARKED-UP DISCUSSION OF DELPHI ISSUES DISCUSSED OR CLARIFIED IN THE GM CALL (0.9) .
HALPER A	03/15/07	2.40	REVIEW GM 10-K FOR CERTAIN DELPHI REFERENCES (2.4) .
		7.80	
Total Associate		21.30	
TOTAL TIME		<u>48.00</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Customer Matters (GM)

Bill Date: 04/30/07
Bill Number: 1156504

Disbursement	Date	Vendor/Employee/Dept.	Amount
Westlaw	03/07/07	Stuart NL	57.00
		TOTAL WESTLAW	\$57.00
Air/Rail Travel (external)	03/01/07	Butler, Jr. J	666.04
Air/Rail Travel (external)	03/11/07	Butler, Jr. J	312.91
Air/Rail Travel (external)	03/18/07	Butler, Jr. J	382.05
		TOTAL AIR/RAIL TRAVEL (EXTERNAL)	\$1,361.00
Out-of-Town Travel	03/01/07	Butler, Jr. J	23.99
Out-of-Town Travel	03/01/07	Butler, Jr. J	212.76
Out-of-Town Travel	03/01/07	Butler, Jr. J	108.56
Out-of-Town Travel	03/01/07	Butler, Jr. J	31.99
Out-of-Town Travel	03/11/07	Butler, Jr. J	63.63
Out-of-Town Travel	03/11/07	Butler, Jr. J	13.00
Out-of-Town Travel	03/11/07	Butler, Jr. J	113.38
Out-of-Town Travel	03/18/07	Butler, Jr. J	108.12
Out-of-Town Travel	03/18/07	Butler, Jr. J	16.00
Out-of-Town Travel	03/18/07	Butler, Jr. J	13.00
Out-of-Town Travel	03/18/07	Butler, Jr. J	56.57
		TOTAL OUT-OF-TOWN TRAVEL	\$761.00
Messengers/ Courier	03/11/07	Comet Messenger Service	6.00
		TOTAL MESSENGERS/ COURIER	\$6.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Out-of-Town Meals	03/01/07	Butler, Jr. J	19.00
Out-of-Town Meals	03/11/07	Butler, Jr. J	19.00
Out-of-Town Meals	03/18/07	Butler, Jr. J	19.00
		TOTAL OUT-OF-TOWN MEALS	\$57.00
Contracted Catering-NY	03/22/07	Butler, Jr. J	240.00
		TOTAL CONTRACTED CATERING-NY	\$240.00
		TOTAL MATTER	\$2,482.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Customer Matters (GM)

Bill Date: 05/31/07

Bill Number: 1158919

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	04/04/07	0.40	TELECONFERENCES WITH R. O'NEAL, K. BUTLER AND J. SHEEHAN RE: GM LABOR UPDATE CALL AND NEXT STEPS (0.2); TELECONFERENCE WITH J. TANENBAUM RE: GM MATTERS (0.2).
BUTLER, JR. J	04/13/07	1.20	TELECONFERENCE WITH AND EMAILS TO/FROM B. ROSENBERG RE: ADJOURNMENT OF STN MOTION TO MAY 31ST OMNIBUS HEARING (0.2); RECEIVE AND BEGIN TO REVIEW GM RESPONSE TO DELPHI "MUST HAVES" (0.4); REVIEW ILLUSTRATIVE FRAMEWORK SCENARIOS FROM R. O'NEAL AND ROTHSCHILD (0.6).
BUTLER, JR. J	04/14/07	2.10	PREPARE FOR (0.6) AND PARTICIPATE IN (1.5) WORKING GROUP TELECONFERENCE WITH R. O'NEAL, J. SHEEHAN ET. AL. RE: GM'S RESPONSES TO DELPHI "MUST HAVES" IN GM SETTLEMENT AND NEXT STEPS.
BUTLER, JR. J	04/15/07	1.20	CONTINUE TO FOLLOW-UP ON GM'S RESPONSES TO DELPHI "MUST HAVES" IN GM SETTLEMENT AND NEXT STEPS INCLUDING TELECONFERENCES WITH R. O'NEAL AND J. SHEEHAN (0.3), EMAILS TO/FROM D. RESNICK AND B. SHAW (0.2) AND REVIEW OF BLACKLINED GM DOCUMENT (0.3); REVIEW AND COMMENTS AND SIDE-BY-SIDE OF DELPHI "MUST HAVES" AND GM RESPONSES (0.4).
BUTLER, JR. J	04/16/07	2.90	PREPARE FOR (0.4) AND ATTEND (2.5) WORKING GROUP MEETING AT COMPANY IN TROY WITH S. MILLER, R. O'NEAL, ET. AL. RE: GM'S RESPONSES TO DELPHI "MUST HAVES" IN GM SETTLEMENT AND NEXT STEPS.
BUTLER, JR. J	04/18/07	2.60	PREPARE FOR (0.8) AND ATTEND (1.8) MEETING WITH DELPHI AND GM REPRESENTATIVES IN NEW YORK RE: FRAMEWORK MATTERS, GM MUST HAVES AND NEXT STEPS.
BUTLER, JR. J	04/19/07	0.40	PREPARE FOR APRIL 20TH CHAMBERS CONFERENCE BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE: SECTION 365 GM CONTRACT REJECTION MOTION WITH J. SHEEHAN, D. SHERBIN ET AL IN NEW YORK (0.4).
BUTLER, JR. J	04/20/07	0.70	PREPARE FOR (0.2) AND ATTEND (0.5) CHAMBERS CONFERENCE BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT RE: SECTION 365 GM CONTRACT REJECTION MOTION.
BUTLER, JR. J	04/22/07	0.90	CONTINUE TO PREPARE FOR APRIL 23RD SENIOR LEADERSHIP MEETING BETWEEN DELPHI AND GM REPRESENTATIVES AT COMPANY IN TROY, MICHIGAN INCLUDING REVIEW OF MATERIALS FROM J. SHEEHAN (0.9).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

BUTLER, JR. J	04/23/07	4.10	PREPARE FOR (WITH SENIOR LEADERSHIP TEAM AT COMPANY IN TROY) (1.5) AND ATTEND (2.6) SENIOR LEADERSHIP MEETING BETWEEN DELPHI AND GM REPRESENTATIVES AT COMPANY IN TROY, MICHIGAN.
BUTLER, JR. J	04/24/07	0.10	REVIEW AND COMMENT ON DRAFT FIRST AMENDED SUSPENSION ORDER RE: SECTION 365 GM CONTRACT REJECTION MOTION (0.1).
BUTLER, JR. J	04/26/07	0.60	REVIEW PROPOSED BEARINGS TOOLING TRANSACTION WITH S. CORCORAN AT COMPANY IN TROY (0.2); REVIEW INTERNAL WORKING GROUP OUTLINE RE: GM SETTLEMENT DOCUMENTATION SUMMARY (0.4).
BUTLER, JR. J	04/29/07	0.60	CONTINUE TO PREPARE FOR APRIL 30TH SENIOR LEADERSHIP MEETING BETWEEN DELPHI AND GM REPRESENTATIVES AT COMPANY IN TROY, MICHIGAN INCLUDING REVIEW OF DELPHI DRAFT MATERIALS FOR GM (0.6).
BUTLER, JR. J	04/30/07	4.90	PREPARE FOR (1.4) AND PARTICIPATE IN (0.4) SENIOR LEADERSHIP MEETING TELECONFERENCE BETWEEN DELPHI AND GM REPRESENTATIVES AT COMPANY IN TROY, MICHIGAN; DRAFT AND REVISE DELPHI MATERIALS FOR GM INCLUDING REVIEW AND REVISION OF MUST HAVE SUMMARY AND GM CHART SET FROM J. BERTRAND WITH MANAGEMENT TEAM AT COMPANY IN TROY (3.1).

22.70

COCHRAN EL	04/10/07	1.60	TELECONFERENCE WITH GM ON POSSIBLE MODIFICATION AND ISSUE REVIEW (1.6).
COCHRAN EL	04/18/07	6.30	PARTICIPATE IN MEETING WITH GM REPRESENTATIVES (6.3).
COCHRAN EL	04/26/07	1.80	REVIEW ISSUES ASSOCIATED WITH GM DOCUMENTATION OUTLINE (1.8).

9.70

MARAFIOTI KA	04/02/07	1.00	REVIEW GM SETOFF MATERIAL (1.0).
MARAFIOTI KA	04/04/07	1.50	ANALYZE GM SETOFF ISSUES (0.5); REVIEW SAAB SETOFF MATERIAL (0.8) AND CORRESPONDENCE TO CLIENT RE: SAME (0.2).
MARAFIOTI KA	04/05/07	0.30	TELECONFERENCE WITH S. CORCORAN AND K. CRAFT RE: GM SETOFF ISSUES (0.2); ADDITIONAL TELECONFERENCE WITH CORCORAN RE: SAME (0.1).
MARAFIOTI KA	04/18/07	0.20	REVIEW GM CORRESPONDENCE RE: IRVINE, CALIFORNIA PROPERTY AND CORRESPONDENCE SEAN CORCORAN RE: SAME (0.2).
MARAFIOTI KA	04/26/07	0.60	ANALYZE GM TRANSACTION DOCUMENTS (0.6).

3.60

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Total Partner		36.00	
MATZ TJ	04/05/07	0.30	TELECONFERENCE WITH S. CORCORAN ET AL. RE: GM SET OFF MATTER (0.3).
MATZ TJ	04/18/07	0.30	PREPARATION AND FORWARDING GM LOSS CONTRACTS STATUS CONFERENCE NOTICE TO COUNSEL (0.3).
MATZ TJ	04/23/07	0.40	REVIEW AND REVISE FIRST AMENDED GM LOSS CONTRACT REJECTION SUSPENSION ORDER DRAFT (0.4).
MATZ TJ	04/25/07	0.20	TELECONFERENCE WITH CHAMBERS RE: GM LOSS CONTRACTS SUSPENSION ORDER STATUS CONFERENCE (0.1); DISCUSSION WITH J. TANNENBAUM RE: SAME (0.1).
MATZ TJ	04/26/07	3.90	FINAL REVIEW OF FIRST AMENDED GM LOSS CONTRACTS SUSPENSION ORDER FOR CHAMBERS (0.1); RESEARCH AND ANALYSIS RE: VOTING TRUST/LOW VOTING SHARES (3.8).
MATZ TJ	04/27/07	0.50	REVIEW VOTING TRUST, LOW VOTING SHARES ALTERNATIVE (0.5).
		5.60	
RAMLO K	04/01/07	0.80	REVIEW MATERIALS RE: GM SETOFF OF FUEL FILTER AND SCREEN FILTER WARRANTY CLAIMS AND DRAFT CORRESPONDENCE TO GM RE: SAME (0.8).
RAMLO K	04/03/07	0.10	REVIEW DRAFT LETTER TO GM RE FUEL FILTER SETOFF (0.1).
RAMLO K	04/04/07	0.40	REVIEW CORRESPONDENCE AND MATERIALS FROM J. PAPELIAN RE: GM/FURUKAWA SET OFF (0.3); REVIEW CORRESPONDENCE TO C. COMERFORD RE: STATUS OF GM SETOFFS RELATING TO SAAB (0.1).
RAMLO K	04/17/07	0.20	CONTINUE REVIEW OF STATUS OF GM SETOFF REQUESTS (0.2).
RAMLO K	04/24/07	0.40	WORK ON SUMMARY OF GM SETOFF REQUESTS AND DISPOSITIONS (0.2); CORRESPONDENCE WITH R. FLETEMEYER RE: SAME (0.2).
		1.90	
Total Counsel		7.50	
FERN BM	04/19/07	0.30	REVISE SCRIPT RE: STN MOTION (0.3).
FERN BM	04/27/07	11.80	RESEARCH RE: VOTING TRUSTS (2.6); ADDITIONAL RESEARCH RE: VOTING TRUSTS (3.7); ANALYSIS OF ISSUES RE: VOTING TRUST AND VOTING EQUITY (1.9); FORMULATE STRATEGY RE: VOTING ISSUES POST-CONFIRMATION (1.1); REVIEW AND COMMENT ON MEMO RE: SAME (1.3); REVIEW MATERIALS RE: CAPITAL PROCUREMENT AGREEMENT (0.8); REVIEW AND REVISE MEMO RE: POST-CONFIRMATION VOTING ISSUES (0.4).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

FERN BM	04/30/07	2.80	BEGIN TO DRAFT PLEADINGS RE: SANDUSKY CAPITAL PROCUREMENT AGREEMENT (2.1); REVIEW AND ANALYZE SANDUSKY AGREEMENT (0.7) .
		14.90	
GANITSKY DI	04/08/07	2.30	REVIEW GM MATERIAL FROM NEGOTIATIONS EARLIER IN PROCESS (2.3) .
GANITSKY DI	04/10/07	4.80	TELECONFERENCE RE: GM MATTERS AND RELATED FOLLOW UP (1.3); MATTERS RE: NDA INCLUDING REVIEW OF REVISED DRAFT, DRAFT ISSUES LIST, CORRESPONDENCE WITH CLIENT AND OTHER SIDE (2.6); REVIEW GM MATERIAL (0.9) .
GANITSKY DI	04/15/07	1.30	REVIEW GM PROPOSAL (1.3) .
GANITSKY DI	04/16/07	1.10	REVIEW MATTERS RE: GM NEGOTIATIONS HISTORICALLY AND WORK ON OUTLINE RE: SAME (1.1) .
GANITSKY DI	04/23/07	0.70	REVIEW MUST HAVES AND OTHER MATTERS RE: GM (0.7) .
GANITSKY DI	04/25/07	4.70	LEGAL RESEARCH RE: DELAWARE CORPORATE LAW (1.4); LEGAL RESEARCH RE: NYSE RULES AND WORK ON MATTERS RE: VOTING TRUSTS (1.7); WORK ON GM OUTLINE (1.6) .
GANITSKY DI	04/26/07	4.40	CONTINUE TO WORK ON MATTERS RE: VOTING TRUSTS AND REVIEW OF PRECEDENTS AND LEGAL RESEARCH RE: SAME AND WORK ON TABLE RE: SAME (3.2); WORK ON GM OUTLINE (1.2) .
GANITSKY DI	04/27/07	2.90	WORK ON TABLES RE: VOTING TRUSTS AND REVIEW OF PRECEDENTS (1.3); REVIEW OF GM MATTERS (0.8); LATE NIGHT CALL RE: OUTLINE OF ISSUES (0.8) .
		22.20	
GRANT K	04/02/07	0.60	REVIEW CORRESPONDENCE RE: GM SETOFF AGAINST WARRANTY CLAIMS (0.6) .
GRANT K	04/05/07	2.60	REVIEW AND ANALYSIS RE: GM WARRANTY CLAIM (2.6) .
		3.20	
HALPER A	04/06/07	6.00	REVIEW ISSUES RELATING TO GM SETTLEMENT (6.0) .
HALPER A	04/08/07	3.10	REVIEW GM SETTLEMENT MATTERS (3.1) .
HALPER A	04/09/07	5.40	REVIEW GM SETTLEMENT DOCUMENTS AND CREATE STATUS LIST (5.4) .
HALPER A	04/16/07	3.20	REVIEW MATERIALS RELATING TO GM SETTLEMENT AND OTHER DOCUMENTS SETTING FORTH CURRENT STATUS AND CREATING CHART (3.2) .
HALPER A	04/23/07	0.90	REVIEW AND DISCUSS GM SETTLEMENT CONCERNS (0.9) .

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

HALPER A	04/26/07	0.40	REVIEW GM STATUS (0.4) .
		19.00	
HARDIN AS	04/12/07	1.30	REVIEW MATERIALS RELATED TO GM REVENUE PLAN AND RELATED MATTERS (1.3) .
HARDIN AS	04/24/07	5.70	ATTEND WORKING GROUP MEETING RE: REVENUE PLAN (2.4); FOLLOW-UP WORKING GROUP MEETING RE: REVENUE PLAN (2.2); FURTHER FOLLOW-UP MEETING WITH DELPHI MANAGEMENT RE: SAME (1.1) .
HARDIN AS	04/25/07	3.40	REVIEW GM DISCUSSION POINTS (0.2); WORKING GROUP MEETINGS WITH GM MANAGEMENT AND PROFESSIONALS RE: FRAMEWORK ISSUES (2.1); REVISE MATERIALS RELATED TO GM FRAMEWORK MATERIALS (1.1) .
HARDIN AS	04/26/07	1.80	REVIEW AND REVISE MEMO RE: COMMERCIAL ISSUES RELATED TO GENERAL MOTORS (0.5); RESEARCH ISSUES RELATED TO VOTING TRUSTS (1.3) .
HARDIN AS	04/27/07	0.30	PREPARE MATERIALS RE: REVENUE PLAN AND DRAFT EMAIL TO E. COCHRAN RE: SAME (0.3) .
		12.50	
OGUNSANYA GO	04/10/07	6.50	INITIAL DRAFTING OF OUTLINES OF MASTER AGREEMENT; ANCILLARY AGREEMENTS AND OTHER DEFINITIVE DOCUMENTS (6.5) .
OGUNSANYA GO	04/11/07	5.40	FURTHER DRAFTING OF OUTLINES OF MASTER AGREEMENT; ANCILLARY AGREEMENTS AND OTHER DEFINITIVE DOCUMENTS (5.4) .
OGUNSANYA GO	04/12/07	4.60	FURTHER DRAFTING OF OUTLINES OF MASTER AGREEMENT; ANCILLARY AGREEMENTS AND OTHER DEFINITIVE DOCUMENTS; RESEARCH RE: DEFINITIVE AGREEMENTS ENTERED INTO DURING REORGANIZATION (4.6) .
OGUNSANYA GO	04/13/07	4.60	FURTHER REVISION AND DRAFTING OF OUTLINES OF MASTER AGREEMENT AND ANCILLARY AGREEMENTS (1.8); FURTHER DRAFTING AND RESEARCH OF VOTING AGREEMENTS IN CERTAIN TRANSACTIONS (2.8) .
OGUNSANYA GO	04/16/07	5.30	FURTHER REVISIONS AND DRAFTING OF OUTLINES OF MASTER AGREEMENT AND ANCILLARY AGREEMENTS (5.3) .
OGUNSANYA GO	04/18/07	3.60	FURTHER REVISIONS AND DRAFTING OF OUTLINES OF MASTER AGREEMENT AND ANCILLARY AGREEMENTS (3.6) .
OGUNSANYA GO	04/19/07	6.80	FURTHER REVISIONS AND DRAFTING OF OUTLINES OF MASTER AGREEMENT AND ANCILLARY AGREEMENTS (6.8) .

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

OGUNSANYA GO	04/20/07	4.40	FURTHER REVISIONS AND DRAFTING OF OUTLINES OF MASTER AGREEMENT AND ANCILLARY AGREEMENTS (4.4) .
OGUNSANYA GO	04/23/07	5.80	FURTHER REVISION AND DRAFTING OF OUTLINES OF MASTER AGREEMENT AND ANCILLARY AGREEMENTS (2.2) ; FURTHER DRAFTING AND RESEARCH OF VOTING AGREEMENTS IN CERTAIN TRANSACTIONS (3.6) .
OGUNSANYA GO	04/24/07	8.20	FURTHER REVISIONS AND DRAFTING OF OUTLINES OF MASTER AGREEMENT AND ANCILLARY AGREEMENTS (5.2) ; INITIAL DRAFTING AND RESEARCH OF VOTING AGREEMENTS IN CERTAIN TRANSACTIONS (3.0) .
OGUNSANYA GO	04/25/07	6.60	FURTHER REVISION AND DRAFTING OF OUTLINES OF MASTER AGREEMENT AND ANCILLARY AGREEMENTS (3.2) ; FURTHER DRAFTING AND RESEARCH OF VOTING AGREEMENTS IN CERTAIN TRANSACTIONS (3.4) .
OGUNSANYA GO	04/27/07	8.30	DELPHI WORKING GROUP CONFERENCE CALL (2.1) ; DRAFTING OF CORPORATE GOVERNANCE ISSUE LIST AND OUTLINE (6.2) .
		70.10	
STUART NL	04/25/07	2.10	RESEARCH RE: VOTING TRUSTS (2.1) .
		2.10	
Total Associate		144.00	
TOTAL TIME		<u>187.50</u>	

Delphi Corporation (DIP)
Customer Matters (GM)

Bill Date: 05/31/07
Bill Number: 1158919

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	04/24/07	Copy Center, D	9.31
In-house Reproduction	04/27/07	Copy Center, D	7.69
TOTAL IN-HOUSE REPRODUCTION			\$17.00
Telephone Expense-ECRS only	04/27/07	Telecommunications, D	0.49
Telephone Expense-ECRS only	04/27/07	Telecommunications, D	0.21
Telephone Expense-ECRS only	04/27/07	Telecommunications, D	0.26
Telephone Expense-ECRS only	04/27/07	Telecommunications, D	0.03
Telephone Expense-ECRS only	04/27/07	Telecommunications, D	0.01
TOTAL TELEPHONE EXPENSE-ECRS ONLY			\$1.00
Lexis/Nexis	04/25/07	Yates EA	130.79
Lexis/Nexis	04/27/07	Stone M	127.71
Lexis/Nexis	04/29/07	Ogunsanya GO	881.37
Lexis/Nexis	04/30/07	Ogunsanya GO	103.13
TOTAL LEXIS/NEXIS			\$1,243.00
Reproduction - color	04/24/07	Copy Center, D	0.50
Reproduction - color	04/28/07	Copy Center, D	125.50
TOTAL REPRODUCTION - COLOR			\$126.00
Air/Rail Travel (external)	04/15/07	Butler, Jr. J	512.59
Air/Rail Travel (external)	04/17/07	Butler, Jr. J	341.72
Air/Rail Travel (external)	04/22/07	Butler, Jr. J	117.69
TOTAL AIR/RAIL TRAVEL (EXTERNAL)			\$972.00
Out-of-Town Travel	04/15/07	Butler, Jr. J	103.15
Out-of-Town Travel	04/15/07	Butler, Jr. J	134.27
Out-of-Town Travel	04/15/07	Butler, Jr. J	216.17

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Disbursement	Date	Vendor/Employee/Dept.	Amount
Out-of-Town Travel	04/15/07	Butler, Jr. J	13.50
Out-of-Town Travel	04/17/07	Butler, Jr. J	613.98
Out-of-Town Travel	04/17/07	Butler, Jr. J	15.00
Out-of-Town Travel	04/17/07	Butler, Jr. J	53.34
Out-of-Town Travel	04/17/07	Butler, Jr. J	13.66
Out-of-Town Travel	04/22/07	Butler, Jr. J	216.18
Out-of-Town Travel	04/22/07	Butler, Jr. J	13.50
Out-of-Town Travel	04/22/07	Butler, Jr. J	89.25
TOTAL OUT-OF-TOWN TRAVEL			\$1,482.00
Out-of-Town Meals	04/15/07	Butler, Jr. J	18.94
Out-of-Town Meals	04/17/07	Butler, Jr. J	45.28
Out-of-Town Meals	04/17/07	Butler, Jr. J	24.92
Out-of-Town Meals	04/22/07	Butler, Jr. J	14.95
Out-of-Town Meals	04/22/07	Butler, Jr. J	26.91
TOTAL OUT-OF-TOWN MEALS			\$131.00
TOTAL MATTER			\$3,972.00

Delphi Corporation (DIP)
Customer Matters (GM)

Bill Date: 06/30/07
Bill Number: 1166514

NAME	DATE	HOURS	DESCRIPTION
BUTLER, JR. J	05/01/07	2.10	PREPARE FOR (0.2) AND PARTICIPATE IN (0.9) MEETING AT COMPANY IN TROY WITH R. O'NEAL, J. SHEEHAN, J. BERTRAND, S. CORCORAN ET AL RE: GM NEGOTIATIONS; PREPARE FOR MAY 2ND SENIOR LEADERSHIP MEETING TELECONFERENCE BETWEEN DELPHI AND GM REPRESENTATIVES AT COMPANY IN TROY, MICHIGAN (0.3); REVIEW GM DISCUSSION MATERIALS (0.7).
BUTLER, JR. J	05/02/07	1.20	PREPARE FOR (0.3) AND PARTICIPATE IN (0.9) PREPARATION MEETING AT COMPANY IN TROY WITH R. O'NEAL, B. DELLINGER, J. SHEEHAN, J. BERTAND, K. BUTLER AND ROTHSCHILD RE: SENIOR LEADERSHIP MEETING BETWEEN DELPHI AND GM REPRESENTATIVES AT COMPANY IN TROY, MICHIGAN.
BUTLER, JR. J	05/03/07	0.60	REVIEW GM DISCUSSION MATERIALS (0.6).
BUTLER, JR. J	05/04/07	0.30	REVIEW AND COMMENT ON DRAFT GM LETTER (0.3).
BUTLER, JR. J	05/06/07	0.80	CONTINUE TO REVIEW OF DELPHI DRAFT MATERIALS FOR GM (0.8).
BUTLER, JR. J	05/07/07	1.90	PREPARE FOR (0.2) AND PARTICIPATE IN (0.9) MEETINGS AT COMPANY WITH R. O'NEAL, J. SHEEHAN, J. BERTRAND ET AL RE: GM NEGOTIATIONS; REVIEW AND REVISE MATERIALS FOR R. O'NEAL (0.4); REVIEW AND COMMENT ON DRAFT OUTLINE OF TRANSACTION DOCUMENTATION WITH GM (0.4).
BUTLER, JR. J	05/08/07	1.40	PREPARE FOR (0.2) AND PARTICIPATE IN (0.7) MEETING AT COMPANY WITH J. SHEEHAN, D. SHERBIN AND S. CORCORAN RE: OUTLINE OF TRANSACTION DOCUMENTATION WITH GM; REVIEW AND COMMENT ON GM PRESENTATION MATERIALS (0.5).
BUTLER, JR. J	05/13/07	1.30	CONTINUE TO REVIEW OF DELPHI DRAFT MATERIALS FOR GM (1.3).
BUTLER, JR. J	05/14/07	0.40	CONTINUE TO REVIEW OF DELPHI DRAFT MATERIALS FOR GM (0.4).
BUTLER, JR. J	05/18/07	0.80	CONTINUE TO REVIEW DELPHI DRAFT MATERIALS FOR GM INCLUDING FOOTPRINT MATERIALS (0.3); EMAILS TO/FROM R. O'NEAL RE: GM SETTLEMENT DISCUSSIONS AND RELATED MATERIALS (0.3); TELECONFERENCE WITH D. RESNICK RE: SAME (0.2).
BUTLER, JR. J	05/20/07	0.60	CONTINUE TO REVIEW DELPHI DISCUSSION MATERIALS FOR GM (0.6).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

BUTLER, JR. J	05/21/07	0.40	CONTINUE TO REVIEW ADDITIONAL DELPHI DISCUSSION MATERIALS FOR GM (0.4).
BUTLER, JR. J	05/28/07	0.40	BEGIN TO PREPARE FOR MAY 29TH DELPHI/GM SENIOR LEADERSHIP WORKING GROUP MEETING AT COMPANY IN TROY (INCLUDING REVIEW OF GM DEAL MATERIALS) (0.4).
BUTLER, JR. J	05/29/07	1.90	PREPARE FOR MAY 30TH DELPHI/GM SENIOR LEADERSHIP WORKING GROUP MEETING AT GM IN DETROIT INCLUDING REVIEW OF CURRENT PROPOSALS AND RELATED INFORMATION (0.4); EMAILS FROM/TO M. KESSLER RE: MAY 31ST MEETING IN NEW YORK CITY AND FOLLOW-UP ON SAME (0.2); RECEIVE AND BEGIN TO EVALUATE GM RESTRUCTURING TERMSHEET (1.3).
BUTLER, JR. J	05/30/07	5.40	PREPARE FOR (0.8) AND ATTEND (2.3) DELPHI/GM SENIOR LEADERSHIP MEETING IN DETROIT; CONTINUE TO REVIEW AND EVALUATE MAY 29TH GM RESTRUCTURING PROPOSAL WITH R. O'NEAL ET. AL. AT COMPANY IN TROY (1.2); REVIEW EMAILS FROM R. O'NEAL AND D. RESNICK RE SAME (0.4); EMAILS FROM/TO S. CORCORAN AND J. PAPELIAN RE GM WARRANTY MATTERS (0.3); REVIEW GM WARRANTY SETTLEMENT MATTERS (0.4).
BUTLER, JR. J	05/31/07	4.30	PREPARE FOR (0.3) AND ATTEND (0.2) SECTION 365 CHAMBERS CONFERENCE BEFORE JUDGE DRAIN IN NEW YORK BANKRUPTCY COURT; PREPARE FOR (0.4) AND ATTEND (3.0); MEETING WITH J. TANENBAUM AND M. KESSLER IN NEW YORK RE: MAY 29TH GM RESTRUCTURING PROPOSAL AND RELATED MATTERS; REVIEW ECONOMIC ANALYSIS OF PROPOSED GM TRANSFORMATION CONTRIBUTIONS (0.4).
23.80			
COCHRAN EL	05/01/07	6.20	MEETING ON DOCUMENTATION RE: FRAMEWORK, GM TRANSACTION (6.2).
COCHRAN EL	05/06/07	2.10	TELECONFERENCE WITH C. CORCORAN ON GM OUTLINE (2.1).
COCHRAN EL	05/08/07	3.90	REVIEW OUTLINE RELATING TO RESTRUCTURING (3.9).
COCHRAN EL	05/15/07	1.80	MEETING WITH GM REPRESENTATIVES (1.8).
COCHRAN EL	05/16/07	3.40	TELECONFERENCE WITH S. CORCORAN ON GM DOCUMENTATION (2.1); TELECONFERENCE WITH LAWYERS FOR UCC, APPALOOSA, GM ON DOCUMENTATION (1.3).
COCHRAN EL	05/17/07	0.70	REVIEW GM DOCUMENTATION OUTLINE (0.7).
COCHRAN EL	05/29/07	0.50	REVIEW GM DOCUMENT ISSUES (0.5).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

COCHRAN EL	05/30/07	4.00	TELECONFERENCE WITH GM AND DELPHI REPS (INCLUDING F. HENDERSON AND R. O'NEAL) RE: GM RESPONSE (2.2); REVIEW GM RESPONSE (1.8).
COCHRAN EL	05/31/07	2.50	REVIEW GM RESPONSE (2.5).
		25.10	
MARAFIOTI KA	05/03/07	0.30	ANALYZE ISSUES RE: GM (0.3).
MARAFIOTI KA	05/06/07	1.50	TELECONFERENCE WITH S. CORCORAN RE: SETTLEMENT AND RESTRUCTURING AGREEMENT (1.5).
MARAFIOTI KA	05/07/07	0.40	TELECONFERENCE WITH S. CORCORAN RE: GM OUTLINE (0.4).
MARAFIOTI KA	05/08/07	1.50	TELECONFERENCE WITH S. CORCORAN, D. SHERBIN, J. SHEEHAN, J. BERTRAND, B. DELINGER RE: GM TRANSACTION OUTLINE (0.8); PREPARE FOR TELECONFERENCE WITH F. FROMM AND D. UNRUE RE: CLAIMS RECONCILIATION PROCESS (0.2) AND CONDUCT CALL (0.5).
MARAFIOTI KA	05/09/07	0.80	REVIEW AND REVISE GM CAPITAL PROCUREMENT AGREEMENT MOTION (0.6) AND ORDER (0.2).
MARAFIOTI KA	05/10/07	0.40	FINAL REVISIONS TO GM PROCUREMENT MOTION (0.3) AND ORDER (0.1).
MARAFIOTI KA	05/15/07	2.50	MEETING WITH GM AND WEIL RE: PRELIMINARY TRANSACTION DOCUMENTS OUTLINE (1.0); FOLLOWUP WITH SEAN CORCORAN RE: SAME (0.2); DEVELOP STRATEGY RE: SAME (0.6); CORRESPONDENCE RE: SAME (0.2); WORK ON REVISIONS TO GM SETTLEMENT AND RESTRUCTURING OUTLINE (0.5).
MARAFIOTI KA	05/16/07	1.50	WORK ON GM SETTLEMENT AGREEMENT AND OUTLINE AND CALL S. CORCORAN RE: SAME (1.5).
MARAFIOTI KA	05/30/07	1.00	REVIEW GM RESTRUCTURING PROPOSAL AND CONSIDER ISSUES RE: SAME (1.0).
		9.90	
MEISLER RE	05/02/07	0.80	REVIEW AND CONSIDER ISSUES RELATING TO CAPITAL PROCUREMENT AND BEARINGS (0.5); REVIEW CORRESPONDENCE RE: FRAMEWORK NEGOTIATIONS (0.3).
MEISLER RE	05/04/07	0.20	REVIEW CORRESPONDENCE RE: GM NEGOTIATIONS (0.2).
MEISLER RE	05/08/07	2.00	REVIEW AND COMMENT ON CAPITAL PROCUREMENT AGREEMENT RE: BEARINGS (0.5); DRAFT CORRESPONDENCE RE: SAME (0.3); REVIEW AND COMMENT ON MOTION RE: SAME (1.2).
MEISLER RE	05/09/07	0.60	CONTINUE TO REVIEW AND COMMENT ON MOTION RE: CAPITAL PROCUREMENT (0.6).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

MEISLER RE	05/10/07	0.60	CONFERENCE WITH S. CORCORAN RE: CAPITAL PROCUREMENT (0.2); CONTINUE TO REVIEW MOTION RE: SAME (0.2); DRAFT CORRESPONDENCE RE: SAME (0.2).
MEISLER RE	05/11/07	0.20	REVIEW CORRESPONDENCE RE: CAPITAL PROCUREMENT (0.2).
MEISLER RE	05/24/07	0.20	REVIEW GM 8-K (0.2).
MEISLER RE	05/25/07	0.30	REVIEW AND EDIT SCRIPT RE: STN MOTION (0.2); REVIEW AND EDIT SCRIPT RE: EQUITY COMMITTEE'S EX PARTE MOTION (0.1).
		4.90	
Total Partner		63.70	
MATZ TJ	05/15/07	5.10	PARTICIPATE IN MEETING WITH H. MILLER, J. TANNENBAUM, R. LEMONS, M. KESSLER, S. CORCORAN RE: GM SETTLEMENT AND RESTRUCTURING AGREEMENTS (1.0); FOLLOW-UP CALL WITH S. CORCORAN RE: SAME, LEGACY AGREEMENT MATTERS (0.4); CONSIDER AND REVIEW GM RELEASES MATTERS (0.9); CONSIDER AND REVIEW BANKRUPTCY COURT CONTINUING JURISDICTION (0.3); CONSIDER AND REVIEW OF GENERAL RELEASE MATTERS (0.3); REVIEW AND COMMENT ON REVISED GM TRANSACTION DOCUMENTS OUTLINE (0.6); REVIEW AND COMMENT ON LONG FORM GM DOCUMENTATION OUTLINE (0.8); FURTHER REVIEW OF NON-DEBTOR RELEASES MATTERS (0.8).
MATZ TJ	05/16/07	2.20	REVIEW ANNOTATED GM REVENUE PLAN (0.8); REVIEW REVISIONS TO GM SETTLEMENT OUTLINE AND PREPARATION RE: SAME FOR CLIENT CALL (0.5); TELECONFERENCE WITH S. CORCORAN AND SKADDEN TEAM RE: GM SETTLEMENT AND RESTRUCTURING AGREEMENTS (0.9).
MATZ TJ	05/17/07	2.20	CONSIDER AND REVIEW GM SETTLEMENT AGREEMENT MATTERS, PREPARATION OF SAME (0.7); TELECONFERENCE WITH J. KASTIN RE: OPEB, PENSION MATERIALS (0.3); WORK ON MATERIALS FOR SETTLEMENT AGREEMENT RE: OPEB AND PENSION (1.2).
MATZ TJ	05/18/07	0.50	REVIEWING AND CONSIDERING GM SETTLEMENT MATTERS (0.5).
MATZ TJ	05/30/07	0.80	FINALIZING SECOND AMENDED GM CONTRACT REJECTION SUSPENSION ORDER (0.2); CORRESPONDENCE WITH COUNSEL RE: 5/31 STATUS CONFERENCE (0.2); REVIEWING GM TERM SHEET (0.4).
		10.80	
Total Counsel		10.80	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

FERN BM	05/01/07	3.70	CONTINUED DRAFTING CAPITAL PROCUREMENT MOTION AND ORDER (3.7).
FERN BM	05/02/07	3.80	TELECONFERENCE WITH S. CORCORAN AND S. OLSEN RE: CAPITAL PROCUREMENT AGREEMENT (0.3); FORMULATE STRATEGY RE: SAME (0.4); ADDITIONAL TELECONFERENCE WITH S. CORCORAN RE: CAPITAL PROCUREMENT AGREEMENT (0.5); EMAILS TO/FROM S. OLSEN RE: SAME (0.2); CONTINUED DRAFTING CAPITAL PROCUREMENT MOTION (2.4).
FERN BM	05/04/07	0.90	REVIEWED AND REVISED CAPITAL PROCUREMENT MOTION (0.9).
FERN BM	05/08/07	3.80	REVIEWED AND REVISED CAPITAL PROCUREMENT MOTION AND ORDER (1.3); ADDITIONAL REVISIONS TO CAPITAL PROCUREMENT MOTION (0.8); COMMENTED ON LANGUAGE IN CAPITAL PROCUREMENT AGREEMENT (1.2); ADDITIONAL REVISIONS TO CAPITAL PROCUREMENT MOTION (0.5).
FERN BM	05/09/07	2.40	REVIEWED UPDATE ON CAPITAL PROCUREMENT AGREEMENT (0.4); REVISED CAPITAL PROCUREMENT MOTION (1.1); REVISED CAPITAL PROCUREMENT PLEADINGS (0.9).
FERN BM	05/10/07	1.80	TELECONFERENCE WITH S. CORCORAN RE: CAPITAL PROCUREMENT MOTION (0.3); TELECONFERENCE WITH S. OLSEN RE: SAME (0.2); REVISED CAPITAL PROCUREMENT MOTION (0.8); EMAIL TO G. KAMINSKI AND F. FROMM RE: CAPITAL PROCUREMENT MOTION (0.3); DRAFTED NOTICE RE: PROCUREMENT MOTION (0.2).
FERN BM	05/11/07	0.20	ATTENTION TO ISSUES RE: CAPITAL PROCUREMENT AGREEMENT (0.2).
FERN BM	05/21/07	0.20	ATTENTION TO ISSUES RE: LEGACY AGREEMENT PROJECT (0.2).
		16.80	
GANITSKY DI	04/05/07	2.20	REVIEW GM MATERIALS (2.2).
GANITSKY DI	04/09/07	1.60	REVIEW OF GM MATERIAL (1.6).
GANITSKY DI	05/03/07	0.50	REVIEW GM FILINGS (0.5).
GANITSKY DI	05/04/07	1.20	MATTERS RE: GM OUTLINE AND BACK UP RE: SAME (1.2).
GANITSKY DI	05/05/07	0.80	CORRESPONDENCE AND REVIEW GM MATERIAL IN ADVANCE OF TELECONFERENCE (0.8).
GANITSKY DI	05/06/07	3.40	TELECONFERENCE RE: GM OUTLINE(1.8); REVISIONS TO SAME BASED ON TELECONFERENCE (1.6).
GANITSKY DI	05/07/07	4.30	TELECONFERENCES RE: GM OUTLINE AND TURNING OF SAME BASED ON COMMENTS AND TELECONFERENCES (4.3).

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

GANITSKY DI	05/08/07	2.40	TELECONFERENCE AND REVISIONS TO GM OUTLINES BASED ON TELECONFERENCES WITH CLIENT (2.4).
GANITSKY DI	05/09/07	1.30	WORK ON LONG GM OUTLINE (1.3).
GANITSKY DI	05/10/07	0.40	WORK ON LONG GM OUTLINE (0.4).
GANITSKY DI	05/14/07	0.50	PREPARATIONS AND REVIEW OF MATERIAL FOR MEETING WITH GM THE FOLLOWING DAY (0.5).
GANITSKY DI	05/15/07	2.50	PREPARATION FOR AND MEETING WITH WEIL AND GM AND INTERNAL FOLLOW UPS RE: ISSUES RAISED WITH SKADDEN TEAM AND WITH CLIENT (2.2); WORK ON AND REVIEW OF GM OUTLINE (0.3).
GANITSKY DI	05/16/07	0.50	REVIEW MATTERS RE: GM LEGACY AGREEMENTS (0.5).
GANITSKY DI	05/17/07	0.50	REVIEW OF REVENUE PLAN MATERIAL GM (0.5).
GANITSKY DI	05/18/07	2.00	REVIEW OF GM MATERIALS AND MATERIALS RE: BANKRUPTCY RELEASES (2.0).
GANITSKY DI	05/21/07	0.70	WORK ON MATTERS RE: GM AGREEMENTS (0.7).
GANITSKY DI	05/24/07	0.70	REVIEW GM FILINGS AND DISCLOSURES (0.7).
GANITSKY DI	05/29/07	0.60	WORK ON GM DOCUMENTATION (0.6).
		26.10	
HALPER A	05/05/07	1.90	REVIEW GM SETTLEMENT OUTLINE (1.9).
HALPER A	05/06/07	3.60	REVIEW MATERIALS FOR AND ENGAGE IN TELECONFERENCE WITH J. SHEEHAN; REVIEWING REVISED DRAFTS (3.6).
HALPER A	05/07/07	0.90	REVIEW MATERIALS AND ENGAGE IN TELECONFERENCE WITH S. CORCORAN RE: GM OUTLINE (0.9).
HALPER A	05/08/07	0.80	REVIEW GM SETTLEMENT AGREEMENT (0.8).
HALPER A	05/09/07	0.30	REVIEW GM MATERIALS (0.3).
HALPER A	05/10/07	0.40	REVIEW REVISED GM OUTLINE (0.4).
HALPER A	05/11/07	0.60	REVIEW REVISED GM OUTLINE (0.6).
HALPER A	05/15/07	0.60	REVIEW REVISED DOCUMENTS INCLUDING GM SETTLEMENT INFORMATION (0.6).
HALPER A	05/16/07	1.20	DISCUSS GM SETTLEMENT AND OTHER ISSUES WITH WORKING GROUP AND REVIEW RELATED MATERIAL (1.2).
HALPER A	05/18/07	0.40	REVIEW REVISED GM OUTLINE (0.4).
HALPER A	05/24/07	1.10	RESEARCH ISSUE RELATING TO GM RESULTS RELEASE/8-K AND DISTRIBUTE DOCUMENTS (1.1).

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HALPER A	05/30/07	1.00	REVIEW GM REVENUE PLAN (0.6); DISCUSS TIMING AND ISSUES RELATED TO GM REVENUE PLAN, NDAS AND 8-KS WITH WORKING GROUP (0.4).
		12.80	
HARDIN AS	05/07/07	0.80	REVIEW GM DOCUMENTATION OUTLINE AND ANALYSIS (0.8).
HARDIN AS	05/08/07	0.30	REVIEW REVISIONS TO REVENUE PLAN (0.3).
HARDIN AS	05/15/07	4.90	PREPARE FOR AND ATTEND MEETING WITH GM COUNSEL RE: PLAN-RELATED DOCUMENTATION (2.1); FOLLOW-UP INTERNAL WORKING GROUP MEETING RE: SAME (0.7); REVIEW REVISIONS TO DOCUMENTATION OUTLINE (0.6); REVIEW AND REVISE MEMO RE: PLAN TREATMENT OF THIRD PARTY CLAIMS (1.5).
HARDIN AS	05/22/07	0.30	WORKING GROUP EMAIL EXCHANGE RE: DRAFT GM SETTLEMENT DOCUMENTS (0.3).
HARDIN AS	05/25/07	3.30	REVIEW GM REVENUE PLAN PROPOSAL AND DRAFT MEMO RE: SAME (2.9); EMAIL EXCHANGE WITH S. CORCORAN RE: SAME (0.4).
HARDIN AS	05/28/07	1.70	PREPARE MATERIALS RELATED TO GM REVENUE PLAN COUNTER PROPOSAL (1.1); PREPARE FOR MEETING RE: SAME (0.6).
HARDIN AS	05/29/07	0.40	DRAFT MEMO TO WORKING GROUP RE: GM COUNTER OFFER (0.4).
HARDIN AS	05/30/07	3.60	REVIEW SETTLEMENT PROPOSAL (3.6).
		15.30	
OGUNSANYA GO	05/04/07	3.40	PREPARATION FOR MEETING RE: DEFINITIVE SETTLEMENT AND RESTRUCTURING AGREEMENTS (3.4).
OGUNSANYA GO	05/06/07	10.20	TELECONFERENCE WITH S. CORCORAN RE: DEFINITIVE SETTLEMENT AND RESTRUCTURING AGREEMENTS (2.2); POST-MEETING RE-DRAFTING AND DISTRIBUTION OF TERM SHEETS AND OUTLINES (4.2); RESEARCH OF MASTER AGREEMENTS IN REORGANIZATIONS (3.4); MARKUP OF REVENUE PLAN (0.4).
OGUNSANYA GO	05/07/07	6.80	REDRAFTING OF TERM SHEETS OF DEFINITIVE SETTLEMENT AND RESTRUCTURING AGREEMENTS (4.4); FURTHER DRAFTING AND EDITS TO PROPOSED REVENUE PLAN REDRAFTING (2.4).
OGUNSANYA GO	05/08/07	14.40	TELECONFERENCE WITH S. CORCORAN RE: OUTLINE OF SETTLEMENT AND RESTRUCTURING OUTLINE (2.2); FURTHER EDITS AND DRAFTING OF INTERNAL SETTLEMENT AND RESTRUCTURING OUTLINES (12.2).
OGUNSANYA GO	05/09/07	5.10	FURTHER DRAFTING AND EDITS TO OUTLINES OF CERTAIN DEFINITIVE AGREEMENTS (5.1).

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OGUNSANYA GO	05/15/07	9.00	MEETING WITH WEIL AND GM RE: DEFINITIVE SETTLEMENT AND RESTRUCTURING AGREEMENTS (3.2); INTERNAL MEETING RE: NEXT STEPS (1.0); FURTHER DRAFTING TO OUTLINES (1.4); RESEARCH RE: THIRD-PARTY RELEASES AND RESTRUCTURING AGREEMENTS (3.4).
OGUNSANYA GO	05/16/07	2.40	FURTHER EDITS AND DRAFTING OF AGREEMENTS (2.4).
OGUNSANYA GO	05/17/07	10.20	MEETING WITH WORKING GROUP RE: DRAFTING OF SETTLEMENT AGREEMENT (1.0); INITIAL DRAFTING OF DEFINITIVE SETTLEMENT AND RESTRUCTURING AGREEMENTS (4.4); RESEARCH RE: SETTLEMENT AND RESTRUCTURING AGREEMENTS PRECEDENTS (4.8).
OGUNSANYA GO	05/18/07	8.20	CONTINUED DRAFTING OF DEFINITIVE SETTLEMENT AND RESTRUCTURING AGREEMENTS (4.8); CONTINUED RESEARCH RE: SETTLEMENT AND RESTRUCTURING AGREEMENTS PRECEDENTS (3.4).
OGUNSANYA GO	05/20/07	6.60	CONTINUED DRAFTING OF DEFINITIVE SETTLEMENT AND RESTRUCTURING AGREEMENTS (4.9); RESEARCH RE: SETTLEMENT AND RESTRUCTURING AGREEMENTS PRECEDENTS (1.7).
OGUNSANYA GO	05/21/07	4.40	CONTINUE DRAFTING OF DEFINITIVE SETTLEMENT AND RESTRUCTURING AGREEMENTS (2.4); RESEARCH RE: SETTLEMENT AND RESTRUCTURING AGREEMENTS PRECEDENTS (2.0).
OGUNSANYA GO	05/22/07	4.40	FURTHER REVIEW OF TERM SHEETS AND DRAFTING OF DEFINITIVE SETTLEMENT AGREEMENTS (4.4).
		85.10	
STUART NL	05/30/07	4.20	REVIEW MOST RECENT GM RESTRUCTURING PROPOSAL AND CONDUCT RELATED RESEARCH (4.2).
		4.20	
Total Associate		160.30	
TOTAL TIME		<u>234.80</u>	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Customer Matters (GM)

Bill Date: 06/30/07
Bill Number: 1166514

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	05/02/07	Copy Center, D	42.41
In-house Reproduction	05/11/07	Copy Center, D	0.40
In-house Reproduction	05/18/07	Copy Center, D	1.19
TOTAL IN-HOUSE REPRODUCTION			\$44.00
Telephone Expense-ECRS only	05/31/07	Telecommunications, D	0.45
Telephone Expense-ECRS only	05/31/07	Telecommunications, D	0.21
Telephone Expense-ECRS only	05/31/07	Telecommunications, D	0.04
Telephone Expense-ECRS only	05/31/07	Telecommunications, D	0.03
Telephone Expense-ECRS only	05/31/07	Telecommunications, D	0.14
Telephone Expense-ECRS only	05/31/07	Telecommunications, D	4.75
Telephone Expense-ECRS only	05/31/07	Telecommunications, D	11.41
Telephone Expense-ECRS only	05/31/07	Telecommunications, D	0.90
Telephone Expense-ECRS only	05/31/07	Telecommunications, D	0.50
Telephone Expense-ECRS only	05/31/07	Telecommunications, D	1.52
Telephone Expense-ECRS only	05/31/07	Telecommunications, D	0.05
TOTAL TELEPHONE EXPENSE-ECRS ONLY			\$20.00
Lexis/Nexis	05/01/07	Ogunsanya GO	103.00
TOTAL LEXIS/NEXIS			\$103.00
Reproduction - color	05/04/07	Copy Center, D	1.00
TOTAL REPRODUCTION - COLOR			\$1.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Air/Rail Travel (external)	05/28/07	Butler, Jr. J	187.20
Air/Rail Travel (external)	05/30/07	Butler, Jr. J	124.80
		TOTAL AIR/RAIL TRAVEL (EXTERNAL)	\$312.00
Out-of-Town Travel	05/22/07	Cochran EL	216.23
Out-of-Town Travel	05/28/07	Butler, Jr. J	66.09
Out-of-Town Travel	05/28/07	Butler, Jr. J	229.97
Out-of-Town Travel	05/28/07	Butler, Jr. J	13.00
Out-of-Town Travel	05/30/07	Butler, Jr. J	34.67
Out-of-Town Travel	05/30/07	Butler, Jr. J	6.00
Out-of-Town Travel	05/30/07	Butler, Jr. J	206.04
		TOTAL OUT-OF-TOWN TRAVEL	\$772.00
Messengers/ Courier	05/20/07	Arrow Messenger Svc	13.00
		TOTAL MESSENGERS/ COURIER	\$13.00
Out-of-Town Meals	05/28/07	Butler, Jr. J	18.85
Out-of-Town Meals	05/30/07	Butler, Jr. J	8.15
		TOTAL OUT-OF-TOWN MEALS	\$27.00
Court Reporting	08/17/06	Ellen Grauer Court Reporting	705.00
		TOTAL COURT REPORTING	\$705.00
		TOTAL MATTER	\$1,997.00